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16 October 2014

ASX Announcement

Enclosed is the Offer Document that was despatched to eligible shareholders on 14 October 2014.

A handwritten signature in blue ink, appearing to read "Alan Boys", with a long, sweeping flourish extending from the bottom.

Alan Boys
Company Secretary
Oklo Resources Limited

OKLO RESOURCES LIMITED
ACN 121 582 607
(Company)

OFFER DOCUMENT

For a non-renounceable pro rata entitlement issue of one (1) New Share in the Company for every five (5) fully paid ordinary shares (**Shares**) held by Eligible Shareholders on the Record Date at an issue price of \$0.003 (0.3 cents) per New Share to raise approximately \$1,007,824 (**Offer** or **Entitlement Issue**).

Taylor Collison Limited (**Underwriter**) has agreed to fully underwrite the Entitlement Issue. Refer to Section 1.10 for further details in relation to the underwriting arrangements in place for the Offer.

The Offer opens on Wednesday, 14 October 2014 and closes at 5.00pm (WST) on 23 October 2014. Valid acceptances must be received before that time.

Applications for New Shares by Eligible Shareholders should be made by following the instructions on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out the Eligible Shareholders' Entitlement to participate in the Offer.

Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

IMPORTANT NOTICE

This Offer Document is not a prospectus or other regulated document under Australian law or under any other law. It is for information purposes only. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

The New Shares offered by this document should be considered speculative.

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IMPORTANT NOTES

This Offer Document and enclosed personalised Entitlement and Acceptance Form have been prepared by Oklo Resources Limited (ACN 121 582 607) (**Oklo Resources** or the **Company**). No party other than Oklo Resources has authorised or caused the issue of this Offer Document, or takes any responsibility for, or makes, any statements, omissions, representations or undertakings in this Offer Document.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

Eligible Shareholders may apply for additional New Shares under the Shortfall by completing the prescribed area on the Entitlement and Acceptance Form. The Shortfall to the Offer is to be issued at the absolute discretion of the Underwriter and as such there is no guarantee that any Shortfall applied for will be issued to Eligible Shareholders.

Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of the New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended to Shareholders with a registered address which is outside Australia and its external territories, New Zealand, Malaysia or Singapore.

This Offer Document may not be distributed in any country outside Australia, New Zealand, Malaysia or Singapore.

Further information for overseas eligible shareholders can be found in section 1.12 below.

Privacy Act

If you complete an application for New Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or the Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

Competent Person's Statement

The information that is contained in this Offer Document as it relates to Mineral Resources is based on information compiled by the Company and reviewed by Mr Simon Taylor who is an independent Director of Oklo Resources Ltd. Mr Taylor is a member of the Australian Institute of Geoscientists. He has sufficient experience that is relevant to the style of mineralisation, type of deposit under consideration and the exploration activities described to qualify as a Competent Person as defined by the 2004 & 2012 editions of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Taylor consents to the report being issued in the form and context in which it appears.

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1. DETAILS OF THE OFFER

1.1 The Offer

The Company is offering a pro rata non-renounceable offer of one (1) New Shares for every five (5) Shares held by Eligible Shareholders at the Record Date at an issue price of \$0.003 (0.3 cents) per New Share (the **Offer**).

On the basis that no further Shares are issued or no Options are exercised prior to the Record Date, the Company will be offering approximately 335,941,431 New Shares pursuant to the Offer.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

1.2 Indicative Timetable

Event	Date
Offer announced and Appendix 3B and section 708AA(7) notice lodged with ASX	2 October 2014
Notice sent to Shareholders	7 October 2014
Ex Date (date from which securities commence trading without the Entitlement to participate in the Offer)	8 October 2014
Record Date 5pm (WST) (date for determining Entitlements of eligible Shareholders to participate in the Entitlement Issue)	10 October 2014
Offer Document and Entitlement and Acceptance Forms are dispatched to Shareholders	14 October 2014
Offer Opening Date	14 October 2014
Offer Closing Date* 5pm (WST)	23 October 2014
Securities quoted on a deferred settlement basis	24 October 2014
ASX notified of under subscriptions	28 October 2014
Issue of New Shares and despatch of holding statements. Quotation on deferred settlement ends **	29 October 2014
Quotation of new Shares commences	30 October 2014

* The Closing Date has been determined based upon the current expectations of the Directors and may be changed with 6 Business Days prior notice. The Directors reserve the right to extend the Closing Date for the Offer and as such, the date the Shares are expected to commence trading on the ASX may vary.

** These dates are indicative only.

1.3 Use of Funds

Assuming no Options are exercised prior to the Record Date, completion of the Offer will result in an increase in cash in hand of up to approximately \$1,007,824 (before the payment of costs associated with the Offer).

The Company intends to apply the funds raised from the Offer to:

Activity	Allocated Funds based on Full Subscription	Percentage of Funds Raised (%)
Exploration, drilling and evaluation program - West Mali	\$910,924	90.4
Cash Costs of the Offer	\$96,900	9.6
Total	\$1,007,824	100

Notes:

Budgeted exploration expenditure of \$910,924 consists of drilling costs of \$575,000, geophysical survey costs \$111,000, geological services \$70,000, assay costs \$100,000 and \$54,924 of field and supervision costs

The above table is a statement of current intentions as at the date of this Offer Document. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

The funds raised by the Issue are to be used principally to further develop the Company's prospective gold projects in Mali. During late 2013 and early 2014, the Company conducted drilling of its Dandoko gold concession, with particular emphasis on the Diabarou and Selangouma targets. The drilling undertaken was considered highly successful with strong wide gold mineralisation intersected.

The work undertaken at Dandoko has been highly encouraging and the Company considers that the targets are highly prospective for large commercial gold deposits similar to those that have been identified and developed within the immediate vicinity of this location.

1.4 Capital Structure

	Shares	Options
Existing at the date of this Offer Document	1,679,707,155	114,800,000 ¹
To be issued under the Offer assuming full subscription	335,941,431	Nil
Underwriter Options ²	-	20,156,486 ²
Balance after the Offer if fully subscribed³	2,015,648,586	134,956,485

Notes:

(1)

- (a) 6,000,000 Unlisted Options exercisable at \$0.04 each on or before 21 December 2014.
- (b) 7,000,000 Unlisted Options exercisable at \$0.0075 each on or before 21 December 2014.
- (c) 50,000,000 Unlisted Options exercisable at \$0.01 each on or before 31 December 2016.
- (d) 11,620,000 Unlisted Options exercisable at \$0.005 each on or before 20 December 2016.
- (e) 9,380,000 Unlisted Options exercisable at \$0.005 each on or before 12 February 2017.
- (f) 20,000,000 Unlisted Options exercisable at \$0.01 each on or before 4 May 2017.
- (g) 10,800,000 Unlisted Options exercisable at \$0.005 each on or before 23 September 2017

(2) Refer to section 4.3 for the terms and conditions of the Underwriter Options.

(3) This assumes no Options are exercised prior to completion of the Offer.

1.5 Market Price of Shares

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of release of this Offer Document and the respective dates of those sales were:

Highest: \$0.005 on 17 July and 22 July 2014.

Lowest: \$0.003 on 16 July, 18 July, 22 – 23 July, 30 July – 4 August, 6 August – 17 September and 22 – 30 September 2014.

The latest available closing sale price of the Company's Shares on ASX prior to the printing of this Offer Document was \$0.003 on 30 September 2014.

1.6 Entitlements and acceptance

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

Acceptances must not exceed your maximum Entitlement (as shown on the Entitlement and Acceptance Form) unless application is made for the Shortfall in the prescribed area on the Entitlement and Acceptance form. You may accept a lesser number of New Shares should you wish to take up only part of your Entitlement. If your acceptance exceeds your Entitlement (unless applied for under the Shortfall), acceptance will be deemed to be for your maximum Entitlement and any surplus Application Monies will be returned to you.

1.7 Shortfall

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall.

Eligible Shareholders may apply for additional New Shares under the Shortfall by

completing the prescribed area on the Entitlement and Acceptance Form and by paying the appropriate application monies in accordance with the instructions set out in the Entitlement and Acceptance Form.

The offer of the Shortfall is a separate offer pursuant to this Offer Document. The Directors reserve the right to separately place any New Shares which are not taken up under the Entitlement Issue within 3 months after the Closing Date. The issue price of any New Shares offered pursuant to the Shortfall shall be \$0.003 per Share, being the price at which the New Shares are being offered pursuant to this Offer Document.

The offer to Eligible Shareholders of Shares in respect of the Shortfall commences on the same date as the Entitlement Issue and will remain open until the date which is 3 months after the Closing Date or such earlier date as the Directors determine. Allocation of New Shares in respect of the Shortfall will be subject to there being a Shortfall under the Entitlement Issue.

The Shortfall is to be allotted and issued at the absolute discretion of the Underwriter pursuant to the terms of the Underwriting Agreement and as such there is no guarantee that Eligible Shareholders will receive any additional New Shares in excess of their Entitlement. The Board reserves the right to allot to an applicant a lesser number of New Shares than the number, for which the applicant applies, or to reject an application, or to not proceed with placing the Shortfall. In that event, application monies (without interest) will be refunded by the Company in accordance with the provisions of the Corporations Act.

1.8 No Rights trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse.

1.9 Directors Interests and Participation

Each Director's interest in the securities of the Company at the date of this Offer Document and their Entitlement is set out in the table below.

Director	Shares	Options	Entitlement
James Henderson	90,898,520 ¹	36,374,300 ²	18,179,704
Michael Pixley	150,000 ³	10,000,000 ⁴	30,000
Simon Taylor ⁵	120,000 ⁶	-	24,000
Jeremy Bond ⁷	16,666,667 ⁸	-	3,333,333

Notes:

(1) James Henderson has a direct interest in 4,730,390 Shares and an indirect interest in 86,168,130 Shares.

Mr Henderson holds an indirect interest in the following shares:

(a) 15,927,520 Shares are held by JH & KM Pty Ltd ATF <The Jalonex Super Fund A/C>

(b) 24,651,595 Shares are held by Transocean Securities Pty Ltd.

- (c) 34,024,015 Shares are held by Transocean Finance Pty Ltd.
 - (d) 11,565,000 Shares are held by Jalonex Investments Pty Ltd.
- (2) Mr Henderson holds an indirect interest in the following options:
- (a) 20,000,000 are held by JH & KM Pty Ltd ATF <The Jalonex Super Fund A/C> exercisable at \$0.01 each and expiring on 31 December 2016
 - (b) 16,374,300 are held by Transocean Securities Pty Ltd:
 - (i) 5,000,000 are exercisable at \$0.04 each and expiring 21 December 2014.
 - (ii) 5,980,000 are exercisable at \$0.005 each and expiring on 20 December 2016.
 - (iii) 5,394,300 are exercisable at \$0.005 each and expiring on 12 February 2017.
- (3) Mr Pixley holds an indirect interest in these shares which are held by Advanteous Investments Limited ATF <Symmetry Lifetime Superannuation fund>
- (4) These Options are exercisable at \$0.01 each and expiring on 31 December 2016
- (5) Mr Taylor was appointed a Director on 27 August 2014
- (6) Mr Taylor holds an indirect interest in these shares which are held by S & S Taylor ATF <The Taylor Family Superannuation Fund>
- (7) Mr Bond was appointed as a director on 27 August 2014
- (8) Mr Bond holds an indirect interest in these shares which are held by Fernland Holdings Pty Ltd ATF <The Celato Account>

Each of Messrs Henderson, Pixley, Taylor and Bond has agreed to take up their Entitlements in whole or in part.

1.10 Underwriting Agreement

The Company and the Underwriter entered into an agreement (**Underwriting Agreement**) pursuant to which Taylor Collison Limited (**Underwriter**) has agreed to underwrite the Offer.

Pursuant to the Underwriting Agreement the Company has agreed to:

- (a) pay the Underwriter an underwriting fee of 6% of the total underwritten amount being a fee of \$60,469; and
- (b) issue the Underwriter 20,156,486 Options exercisable at \$0.005 on or before the date that is 3 years after the date of issue (**Underwriter Options**),

(together, the **Underwriting Fee**).

The terms and conditions of these Underwriter Options are outlined at section 4.3 of this Offer Document. If required, the Company will seek shareholder approval to allow the Directors to issue the Underwriting Options in accordance with Listing Rule 7.1.

The Underwriter shall have absolute discretion to nominate the allottees of the Shortfall.

The Underwriter may terminate the Underwriting Agreement without cost and liability upon any one of the following events occurring:

- (c) **ASX listing:** ASX does not give, or withdraws its approval, for the New Shares to be listed for official quotation;

- (d) **index fall:** the S&P/ASX All Ordinaries Gold Index is at any time after the date of the Underwriting Agreement 5% or more below its respective level as at the date of the Underwriting Agreement for three (3) consecutive days;
- (e) **gold price:** the US Dollar spot gold price quoted by the Perth Mint falls below US\$1,150.00 at any time after the date of this Agreement;
- (f) **indictable offence:** a director of the Company or any Related Corporation is charged with an indictable offence;
- (g) **return of capital or financial assistance:** the Company or a Related Corporation takes any steps to undertake a proposal contemplated under section 257A or passes or takes any steps to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriter;
- (h) **banking facilities:** the Company's bankers terminating or issuing any demand or penalty notice or amending the terms of any existing facility or claiming repayment or accelerated repayment of any facility or requiring additional security for any existing facility;
- (i) **change in laws:** any of the following occurs:
 - the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia ; or
 - the public announcement of prospective legislation or policy by the Federal Government, or the Government of any State or Territory; or
 - the adoption by the ASIC, its delegates, ASX, the Reserve Bank of Australia or any other regulatory authority of any regulations or policy, which does or is likely to prohibit, restrict or regulate the principal business of the Company or the operation of stock markets generally;
- (j) **failure to comply:** the Company or any Related Corporation fails to comply with any of the following:
 - a provision of its constitution;
 - any statute;
 - a requirement, order or request, made by or on behalf of the ASIC or any governmental agency; or
 - any material agreement entered into by it;
- (k) **alteration of capital structure or constitution:** the Company materially alters its capital structure or its constitution without the prior written consent of the Underwriter;
- (l) **hostilities:** there is a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, Mali or United States of America;
- (m) **extended Force Majeure:** a Force Majeure, which prevents or delays an obligation under this Agreement, lasting in excess of three weeks occurs;

- (n) **default:** the Company is in default of any of the terms and conditions of the Underwriting Agreement including any warranty or covenant;
- (o) **adverse change:** any adverse change occurs which materially impacts or is likely to impact the operational or financial condition, position, performance or prospects of the Company or a Related Corporation (including but not limited to an administrator, receiver, receiver and manager, trustee or similar official being appointed over any of the assets or undertaking of the Company or a Related Corporation);
- (p) **investigation:** any person is appointed under any legislation in respect of companies to investigate the affairs of the Company or a Related Corporation;
- (q) **Prescribed Occurrence:** an event described in section 652C of the Corporations Act that occurs in respect of the Company;
- (r) **Suspension of debt payments:** the Company suspends payment of its debts generally;
- (s) **Litigation:** litigation, arbitration, administrative or industrial proceedings are after commenced against the Company or any Related Corporation;
- (t) **Board and senior management composition:** there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the Shortfall without the prior written consent of the Underwriter;
- (u) **Breach of Material Contracts:** any material contract to which the Company or a Related Corporation is a party is terminated or substantially modified;
- (v) **Event of Insolvency:** an event of insolvency occurs in respect of the Company or a Related Corporation;
- (w) **Judgment against a Related Corporation:** a judgment in an amount exceeding \$50,000.00 is obtained against the Company or a Related Corporation and is not set aside or satisfied within seven days; or
- (x) **determination by ASIC:** the Offer is prevented from proceeding by reason of an order (actual or threatened, interim or final) made by ASIC under section 739 of the Corporations Act or ASIC makes a determination under section 713(6) of the Corporations Act in relation to the Company;
- (y) **Offer Document:** this Offer Document:
 - contains a statement which is misleading or deceptive; or
 - omits a matter required under the Corporations Act;
- (z) **Offer Document withdrawn:** the Offer is withdrawn by the Company;
- (aa) **other change:** if at any time after this Offer Document is issued, a new circumstance arises, where information about that new circumstance would have been required under the Corporations Act to be included in this Offer Document;

- (bb) **Company offers refund:** any circumstance arises after this Offer Document is lodged with ASIC that results in the Company doing any of the following: repaying, or offering to repay, any monies the Company receives from applicants; or offering one or more applicants an opportunity to withdraw their Entitlement and Acceptance Form;
- (cc) **Supplementary Offer Document required:** a supplementary to the Offer Document is lodged, or if it recommended that a supplementary to the Offer Document be lodged; and
- (dd) **Timetable not met:** any even specified in the Timetable does not occur within 14 days after the date specified for that event.

The Underwriting Agreement also contains other terms and conditions, indemnity clauses, and representations and warranties that are considered standard for an agreement of this type.

1.11 **Effect of the Entitlement Issue on Voting Power in the Company**

As set out in Section 1.10 above, the Underwriter has agreed to fully underwrite the Offer to the extent of \$1,007,824.

The potential effect that the issue of New Shares under the Offer will have on the control of the Company is as follows:

- (a) If all Shareholders take up all of the Entitlement under the Offer, each Shareholder's percentage interest in Shares will not change, including the Underwriter or any other major Shareholder.
- (b) If Shareholders do not take up all of their Entitlements under the Offer, the Shares not taken up by Shareholders will form the Shortfall. The Underwriter will be required to subscribe for that number of Shares under the Shortfall that increases the total amount raised under the Offer to \$1,007,824 or if required, the entire Offer amount. The Directors reserve the right to issue the Shortfall at the Underwriters discretion. This may or may not include any Eligible Shareholders that apply for additional Entitlements. If the Underwriter elects to issue any Shortfall to subscribing Shareholders (or any other party) this would consequently reduce the amount of Shortfall to be issued to the Underwriter.

In order to fully disclose the Underwriters' potential voting power in the Company on completion of the Offer, the table below sets out various scenarios to indicate the effect on the Company's shareholding depending on the Shortfall (if any):

Event/Date	Number of Shares held by Underwriter and associates	Voting Power of Underwriter
At the Date of Offer Document	0	0%
Assuming full subscription (being 100%)	0	0%
Assuming the Offer is 75% subscribed	83,985,358	4.2%
Assuming the Offer is 50% subscribed	167,970,716	8.3%
Assuming the Offer is 25% subscribed	251,956,073	12.5%
Assuming the Offer is fully undersubscribed	335,941,431	16.7%

The number of Shares held by the Underwriter and its voting power in the table above show the potential effect of it underwriting the Offer. The above table shows the potential for the Underwriter to increase its voting power in the Company to a maximum of 16.7%. However, the Underwriter has entered into sub-underwriting arrangements with unrelated third parties which will ultimately reduce the amount of Shortfall that will revert to the Underwriter.

The sub-underwriters are third parties some of whom are related parties of the Company. The following related sub-underwriters hold Shares in the Company:

- (a) Transocean Securities Pty Ltd holds 24,651,595 Shares in the Company. Transocean Securities Pty Ltd is associated with James Henderson who has a relevant interest in 90,898,520 Shares. Transocean has agreed to sub-underwrite up to 50,000,000 Shares. In the event Transocean Securities Pty Ltd is required to take up the full 50,000,000 Shares its voting power will go to 3.7%, whilst Mr Henderson's will go to 7% ;
- (b) Fernland Holdings Pty Ltd ATF <The Celato Account> holds 16,666,667 Shares in the Company. Fernland Holdings Pty Ltd is associated with Jeremy Bond who has a relevant interest in 16,666,667 Shares. Fernland Holdings Pty Ltd has agreed to sub-underwrite up to 33,333,333 Shares. In the event Fernland Holdings Pty Ltd is required to take up the full 33,333,333 Shares its voting power will go to 2.5%. Mr Bond's voting power will also go to 2.5%;
- (c) Geeland Pty Ltd holds zero (0) Shares in the Company. Geeland Pty Ltd is associated with Simon Taylor who has a relevant interest in 120,000 Shares. Geeland Pty Ltd has agreed to sub-underwrite up to 26,666,667 Shares. In the event Geeland Pty Ltd is required to take up the full 26,666,667 Shares its voting power will go to 1%. Mr Taylor's voting power will also go to 1%;

It is unlikely that no Shareholders will take up their Entitlement under this Offer. The underwriting obligation of the Underwriter, and therefore voting power of the Underwriter, will reduce by a corresponding amount, for the amount of Entitlements taken up by other Shareholders. In addition, the future pattern of shareholding of the Company will change depending on the take up of Entitlements of the other Shareholders and whether the Underwriter takes up its own entitlement.

1.12 Dilution

In addition, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 16.7%.

Examples of how the dilution may impact Shareholders is set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer ²
Shareholder 1	100,000,000	5.95%	20,000,000	100,000,000	4.96%
Shareholder 2	20,000,000	1.19%	4,000,000	20,000,000	0.99%
Shareholder 3	1,000,000	0.06%	200,000	1,000,000	0.05%

Notes:

1. This is based on a share capital of 1,679,707,155 at the date of this Offer Document.

1.13 Overseas Eligible Shareholders

No Offer will be made to Eligible Shareholders that are resident outside Australia, New Zealand, Malaysia or Singapore.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of the New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

New Shares to which any Eligible Shareholders who are not resident in Australia New Zealand, Malaysia or Singapore would otherwise be entitled will form part of the Shortfall issued to either the Underwriter or their nominees, or alternatively placed at the discretion of the Directors.

This Offer Document and accompanying Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

(a) New Zealand Shareholders

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

In accordance with the Securities Act (Overseas Companies) Exemption Notice 2002 (NZ), a person who, on the Record Date was registered as a

holder of Shares with a New Zealand address but who, as at the time of this Offer no longer holds Shares is not eligible to participate in this Offer.

(b) Malaysia Shareholders

This Offer Document may not be distributed or made available in Malaysia. No approval from the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act.

(c) Singapore Shareholders

This Offer Document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Offer Document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares may not be issued, circulated or distributed, nor may these securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This Offer Document has been given to you on the basis that you are an existing holder of the Company's shares. In the event that you are not such a shareholder, please return this Offer Document immediately. You may not forward or circulate this Offer Document to any other person in Singapore.

Any offer is not made to you with a view to the Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

1.14 Opening and Closing Dates

The Offer opens on the Opening Date, being 14 October 2014, and closes on the Closing Date, being 22 October 2014. The Company will accept Entitlement and Acceptance Forms until the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

1.15 Issue and despatch

The expected dates for issue of New Shares offered by this Offer Document and despatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 1.2.

It is the responsibility of applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

1.16 ASX listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Document will be made.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

1.17 CHESS

The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.18 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

1.19 Risk factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are described in Section 3.

1.20 Enquiries concerning Offer Document

Enquiries relating to this Offer Document should be directed to the Company Secretary, Mr Alan Boys, by telephone on +61 (08) 93241802.

2. ACTION REQUIRED BY SHAREHOLDERS

2.1 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Offer Document. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
 - complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
 - attach your cheque for the amount indicated on the Entitlement and Acceptance Form or pay via BPAY® by following the instructions set out in the Entitlement and Acceptance Form; or
- (b) if you only wish to accept part of your Entitlement:
 - fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - attach your cheque for the appropriate application monies (at \$0.003 per Share) or pay via BPAY® by following the instructions set out in the Entitlement and Acceptance Form; or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to **“Oklo Resources Limited – Share Account”** and crossed **“Not Negotiable”**.

If paying via BPAY®, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form. It is your responsibility to ensure that funds submitted through BPAY® are received by **3:00 pm (WST) on the Closing Date**.

Your completed Entitlement and Acceptance Form and cheque must reach the Company no later than 5:00pm (WST) on the Closing Date.

The Offer is non-renounceable. Accordingly, a holder of Shares may not sell or transfer all or part of their Entitlement.

2.2 Shortfall

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall and will either revert to the Underwriter or be issued by the Company at the absolute discretion of the Underwriter and Directors acting in consultation.

The offer of the Shortfall is a separate offer pursuant to this Offer Document. The issue price of any Shares offered pursuant to the Shortfall Offer shall be \$0.003

(0.3 cents), being the price at which the Entitlement has been offered to Shareholders pursuant to this Offer Document. The Shortfall shall be issued by the Company at the direction of the Underwriter and each reserves the right to allot to an Applicant a lesser number of Shares than the number for which the Applicant applies, or to reject an application, or to not proceed with placing the Shortfall (pursuant to the terms of the Underwriting Agreement).

2.3 Applying for additional New Shares

Eligible Shareholders may, in addition to their Entitlement, apply for additional New Shares. If you wish to apply for additional New Shares, please complete the accompanying Entitlement and Application Form in the prescribed area by specifying the number of additional New Shares you wish to apply for.

A single cheque or BPAY® payment should be used for the application monies for your Entitlement and the number of additional New Shares you wish to apply for as stated on the Entitlement and Application Form.

2.4 Queries concerning your Entitlement

If you have any queries concerning your Entitlement please contact Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 (0)3 9415 4000 (if overseas).

3. RISK FACTORS

3.1 General

The Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

There are numerous risk factors involved with the Company's business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Document in its entirety and consult their professional advisors before deciding whether to apply for the New Shares.

Based on the information available, a non-exhaustive list of risk factors which may affect the Company's financial position, prospects and the price of its listed securities include the following.

3.2 Company Specific Risks

(a) Risks associated with business in Mali

The majority of the Company's exploration projects are located in Mali, which is considered to be a developing area and as such subject to emerging legal and political systems compared with the system in place in Australia.

Possible sovereign risks include, without limitation, changes in the terms of mining legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its shares.

No assurance can be given regarding the future stability in Mali or any other country in which the Company may have an interest.

(b) Security risks

The Company's key exploration areas are in the Republic of Mali which has had significant levels of civil unrest in certain areas of that country, including the areas where the Company holds its Phosphate and Uranium projects. The Company's ability to explore and eventually exploit its holdings in Mali may be adversely impacted should such events re-occur or the general security level of the region deteriorate.

(c) Gold, uranium and phosphate prices

Any revenue that the Company may potentially derive through the sale of commodities is exposed to commodity price fluctuation. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations

for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Gold, uranium and phosphate prices significantly impact on the value of exploration properties, profitability and leases held by the company. Continued low uranium and phosphate prices may have a materially adverse effect on the Company's Share price.

(d) **Exploration costs**

Any exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(e) **Environmental risks**

Extensive national environmental laws and regulations in Australia and Africa will affect the operations of the Company. The laws and regulations set various standards which regulate certain aspects of health and environmental quality, provide penalties or other remedies for any violation of standards and, in certain circumstances, impose obligations to undertake remedial action in current locations where operations are conducted.

(f) **Reliance on key personnel**

The responsibility for overseeing day to day operations and the strategic management of the Company is concentrated amongst a small number of key personnel and consultants. While it is not currently anticipated, one or any number of these key personnel and consultants may cease involvement with the Company. The loss of any such key personnel and consultants to the Company could have the potential to have a detrimental impact on the Company until the skills that are lost are adequately replaced.

(g) **Resource estimates**

The Company has made estimates of its resources based on relevant reporting codes, where required, and judgments based on knowledge, skills and industry experience. However, there is no guarantee that estimates will prove to be accurate. Actual mining results, if any, may materially differ from forecasts and estimates due to further findings and results not previously known or fluctuations in operating costs, exchange rates and metal prices.

(h) **Uncertainty of development of projects and exploration**

Development activities and exploration of minerals are considered highly speculative and involve many risks which may consequently result in the Company's projects being unsuccessful. The Company's ability to sustain or increase its levels of production in the long term is dependent on the success of exploration and development projects. Should

development of the Company's projects not occur, this would adversely affect the Company's results of operations and its financial condition.

(i) **Mine development**

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects and treatment of ore.

(j) **Acquisition risks**

The Company may seek potential acquisitions or new investments in gold, uranium or phosphate activities. Any acquisitions or investments would be subject to risks normally associated with such transactions.

(k) **Currency risks**

The great majority of the Company's undertakings are outside of Australia and as a result expenditure and commitments are denominated in foreign currency. To comply with Australian reporting requirements, the expenditure and cash flows of the company will need to be accounted for in Australian dollars and, as a result are exposed to the fluctuations in the rate of exchange between Australian dollars and foreign currencies.

3.3 General Risks

(a) **Additional requirements for capital**

The funds raised under the Offer are considered sufficient to meet the current immediate exploration and evaluation objectives of the Company. Additional funding may be required in the event exploration costs exceed the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur, additional financing will be required.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other

means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(b) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(c) **Economic risks**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

(d) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) changes in investor sentiment toward particular market sectors;
- (iv) the demand for, and supply of, capital; and
- (v) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(e) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(f) **Taxation**

The acquisition and disposal of New Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain

independent financial advice about the consequences of acquiring New Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for New Shares under this Offer Document.

(g) **Investment Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Document

Therefore, the New Shares to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Document.

4. CAPITAL STRUCTURE AND FINANCIAL INFORMATION

4.1 Consolidated balance sheet

Set out on the following page is:

- (a) The audited consolidated balance sheet of the Company as at 30 June 2014;
- (b) The audited consolidated balance sheet of the Company as at 30 June 2014 adjusted for the private placement in September 2014 of 180,000,000 shares at \$0.003 (net of costs); and,
- (c) an audited pro-forma consolidated balance sheet of the Company as at 30 June 2014 including the recent placement of 180,000,000 ordinary shares at \$0.003 and assuming a full subscription of \$1,007,824 under the Offer and after allowance of estimated costs of the raising.

These have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The Balance Sheets have been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Balance Sheet as at 30 June 2014 (audited), audited as at 30 June 2014 adjusted for subsequent private placement in September 2014 and Pro Forma Balance Sheet as at 30 June 2014 (audited) based on placement and full issue under Entitlements Issue.

	AUDITED CONSOLIDATED 30/6/2014	AUDITED CONSOLIDATED 30/6/14 Adjusted for Placement	AUDITED CONSOLIDATED PRO-FORMA 30/6/2014
CURRENT ASSETS			
Cash	285,786	793,386	1,704,330
Other current assets	8,660	8,660	8,660
Financial assets at fair value through profit or loss	40,000	40,000	40,000
TOTAL CURRENT ASSETS	334,446	842,046	1,752,990
NON-CURRENT ASSETS			
Exploration and evaluation	8,016,414	8,016,414	8,016,414
Property Plant and Equipment	191,633	191,633	191,633
TOTAL NON-CURRENT ASSETS	8,542,493	8,542,493	8,542,493
TOTAL ASSETS	8,542,493	9,050,093	9,002,376
CURRENT LIABILITIES			
Creditors and borrowings	158,354	158,354	158,354
TOTAL CURRENT LIABILITIES	158,354	158,354	158,354
NON-CURRENT LIABILITIES	158,354	158,354	158,354
BORROWINGS	800,307	800,307	800,307
TOTAL NON-CURRENT LIABILITIES	800,307	800,307	800,307
TOTAL LIABILITIES	958,661	958,661	958,661
NET ASSETS	7,583,832	8,091,432	9,002,376
EQUITY			
Share capital	19,575,543	20,058,303	20,920,587
Reserves	(729,647)	(704,807)	(656,147)
Accumulated losses	(11,802,281)	(11,802,281)	(11,802,281)
Non-controlling interest	540,217	540,217	540,217
TOTAL EQUITY	7,583,832	8,091,432	9,002,376

4.2 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

4.3 Terms and Conditions of Underwriter Options

The terms and conditions of the Underwriter Options are as follows:

(a) Entitlement

Each Underwriter Option entitles the Optionholder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.005 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5.00pm (WST) on the date that is 3 years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the later of the following:

the Exercise Date; and

when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(d) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued fully paid ordinary shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Unquoted

The Company will not apply for quotation of the Options on ASX.

(n) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

DEFINED TERMS

\$ or A\$ means an Australian dollar.

Applicant refers to a person who submits an Entitlement and Acceptance Form.

Application refers to the submission of an Entitlement and Acceptance Form.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Closing Date means the closing date set out in Section 1.2 or such other date as may be determined by the Directors.

Company means Oklo Resources Limited (ACN 121 582 607).

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia or New Zealand.

Entitlement means the entitlement to subscribe for one (1) New Shares for every five (5) Shares held by an Eligible Shareholder on the Record Date and **Entitlements** has a corresponding meaning.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Foreign Holder means a holder of a Share whose address, as shown in the records of the Share Registry, is a place outside of Australia or New Zealand.

Listing Rules means the Listing Rules of the ASX.

New Share means a new Share proposed to be issued pursuant to this Offer.

Offer or **Entitlement Issue** means the pro rata non-renounceable offer of New Shares at an issue price of \$0.003 each on the basis of one (1) New Shares for every five (5) Shares held on the Record Date pursuant to this Offer Document.

Offer Document means this Offer Document dated 2 October 2014.

Opening Date means the opening date set out in Section 1.2.

Option means an option to acquire a Share.

Record Date means the record date set out in Section 1.2.

Related Corporation means a "related body corporate" of the Company as that expression is defined in the Corporations Act and includes a body corporate which ceases to be a "related body corporate" because of an amendment, consolidation or replacement of the Corporations Act;

Section means a section of this Offer Document.

Share means an ordinary fully paid share in the capital of the Company.

Share Registry means Computershare Investor Services Pty Limited, Level 2, Reserve Bank Building, 45 St Georges Tce, Perth, WA 6000

Shortfall means those New Shares under the Offer not applied for by the Closing Date.

Shareholder means a holder of Shares.

Underwriter means Taylor Collison Limited (ABN 53 008 172 450).

Underwriter Option has the meaning prescribed in section 1.9(b) on the terms and conditions set out in section 4.3.

WST means Australian Western Standard Time.

